FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

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OMB APPROVAL				
OMB Number:	3235-0076			
Expires: April 30, 2008				
Estimated average burden				
hours per response16.00				

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NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D. **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY					
Prefix	Serial				
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DATER	ECEIVED				

Sale of mineral and/or overriding royalty interests by Chevron U.S.A. Inc.	
Filing Under (Check box(es) that apply):	6) ULOE
A. BASIC IDENTIFICATION DATA	
1. Enter the information requested about the issuer	05068639
Name of issuer (☐ check if this is an amendment and name has changed, and indicate change.) Chevron U.S.A. Inc.	
Address of Executive Offices (Number and Street, City, State, Zip C 6001 Bollinger Canyon Rd., San Ramon, CA 94583-2324	ode) Telephone Number (Including Area Code) 925-842-2802
Address of Principal Business Operations (Number and Street, City, State, Zip City different from Executive Offices) 1500 Louisiana Street, Houston, TX 77002	Code) Telephone Number (Including Area Code) 832-854-4686
Brief Description of Business Engage in all branches of the petroleum industry as well as mineral, geothermal and other energy activities.	Operations are carried out through various divisions.
Type of Business Organization	r (please specify):
Actual or Estimated Date of Incorporation or Organization: [08] [1922] Actual Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction)	Estimated PROCESSED OCT 26 2005

GENERAL INSTRUCTIONS

Federal:

THOMSON FINANCIAL

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6). When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA 2. Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer. Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Check Box(es) that Apply: ☐ Promoter Managing Partner Full Name (Last name fist, if individual) Chevron U.S.A. Holdings Inc. Business or Residence Address (Number and Street, City, State, Zip Code) 6001 Bollinger Canyon Rd., San Ramon, CA 94583-2324 □ Director ☐ General and/or Check Box(es) that Apply: Promoter Beneficial Owner Managing Partner Full Name (Last name fist, if individual) Beebe, Lydia I. Business or Residence Address (Number and Street, City, State, Zip Code) 6001 Bollinger Canyon Rd., San Ramon, CA 94583-2324 □ Director Check Box(es) that Apply: Promoter Beneficial Owner ☐ Executive Officer ☐ General and/or Managing Partner Full Name (Last name fist, if individual) Bindra, Jagjeet S. Business or Residence Address (Number and Street, City, State, Zip Code) 6001 Bollinger Canyon Rd., San Ramon, CA 94583-2324 □ Director Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer ☐ General and/or Managing Partner Full Name (Last name fist, if individual) Foehr, Matthew J. Business or Residence Address (Number and Street, City, State, Zip Code) 6001 Bollinger Canyon Rd., San Ramon, CA 94583-2324 Check Box(es) that Apply: □ Promoter ■ Beneficial Owner Executive Officer □ Director ☐ General and/or Managing Partner Full Name (Last name fist, if individual) Thornton, Thomas R. Business or Residence Address (Number and Street, City, State, Zip Code) 1500 Louisiana, Houston, TX 77002 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer □ Director ☐ General and/or Managing Partner Full Name (Last name fist, if individual) Wilcox, Raymond I. Business or Residence Address (Number and Street, City, State, Zip Code) 1500 Louisiana, Houston, TX 77002 Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Director General and/or Managing Partner Full Name (Last name fist, if individual) Barry, Lisa B Business or Residence Address (Number and Street, City, State, Zip Code) 1401 Eye St. NW, Washington, DC 20005-2225

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en en de del de la constant de la co A. BASIC IDENTIFICATION DATA Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer. Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. ☐ Beneficial Owner Check Box(es) that Apply: ☐ Promoter ☐ Director ☐ General and/or Managing Partner Full Name (Last name fist, if individual) Farrand, Stephen J. Business or Residence Address (Number and Street, City, State, Zip Code) 2005 Diamond Blvd., Concord, CA 74520 Check Box(es) that Apply: Promoter Beneficial Owner Director ☐ General and/or Managing Partner Full Name (Last name fist, if individual) Hagstrom, Gary H. Business or Residence Address (Number and Street, City, State, Zip Code) 6001 Bollinger Canyon Rd., San Ramon, CA 94583-2324 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director ☐ General and/or Managing Partner Full Name (Last name fist, if individual) Lonergan, Leo Business or Residence Address (Number and Street, City, State, Zip Code) 6101 Bollinger Canyon Rd., San Ramon, CA 94583-2324 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer □ Director General and/or Managing Partner Full Name (Last name fist, if individual) Paul, Donald Business or Residence Address (Number and Street, City, State, Zip Code) 6001 Bollinger Canyon Rd., San Ramon, CA 94583-2324 Check Box(es) that Apply: □ Promoter ☐ Beneficial Owner ☐ Director ☐ General and/or Managing Partner Full Name (Last name fist, if individual) Payne, Haywood A. Business or Residence Address (Number and Street, City, State, Zip Code) 2613 Camino Ramon, San Ramon, CA 94583-4289 ☐ Beneficial Owner ☐ Director ☐ General and/or Check Box(es) that Apply: ☐ Promoter Managing Partner Full Name (Last name fist, if individual) Scott, Edward B. Business or Residence Address (Number and Street, City, State, Zip Code) 6001 Bollinger Canyon Rd., San Ramon, CA 94583-2324 Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Director General and/or Managing Partner Full Name (Last name fist, if individual) Williams, Warner M. Business or Residence Address (Number and Street, City, State, Zip Code) 9525 Camino Media, Bakersfield, CA 93311

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1. mas unt	e issuer soid,	, or does the	issuer intend		iso in Appen						I	
2 What is	s the minimu	ım investme	nt that will b	e accepted fr	rom any indi	vidual?				\$		
3 Does th	ne offering n	ermit joint o	wnerchin of	a single unit	?					Ye ⊠		No □
4. Enter the	he informati	on requested	l for each pe	rson who ha	s been or wil	l be paid or	given, direct	ly or indirec	tly, any com	mission	ļ	
listed is	s an associat	ted person of	r agent of a b	oroker or dea	connection ler registere	d with the Sl	EC and/or wi	ith a state or	states, list th	ie name		
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Name of A	Associated B	roker or Dea	iler					THE STATE OF THE S		ter tour year		
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□ RI	□ sc	⊠ SD	⊠ TN	⊠TX	⊠ UT	□ VT	⊠VA	□ WA	⊠ wv	⊠ WI	⊠ WY	□ PR
Full Name	(Last name	fist, if indiv	idual)									
Business o	or Residence	Address (N	lumber and S	Street, City, S	State, Zip Co	de)	100.00					
Name of A	Associated B	roker or Dea	iler									
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(Che	eck "All Stat	es" or check	individual S	tates)						[All States	
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ruii Name	(Last name	rist, ir indiv	iduai)									
Business or Residence Address (Number and Street, City, State, Zip Code)												
Name of Associated Broker or Dealer												
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers												
(Check "All States" or check individual States)												
□ AL □ IL	□ AK □ IN	□ AZ □ IA	□ AR □ KS	□ CA □ KY	□ CO □ LA	□ CT □ ME	☐ DE ☐ MD	□ DC □ MA	☐ FL ☐ MI	☐ GA ☐ MN	□ HI □ MS	□ ID □ MO
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5. Enter the aggregate offering price of securities included in this offering and the total amount already sold Enter "0" fife has paves is 'now' or 'zzoo". If the transaction is unexhapse offering, elsewhis box Clarify the answer is 'now' or 'zzoo'. If the transaction is unexhapse offering elsewhise box Clarify the saves is 'now' or 'zzoo'. If the transaction is unexhapse offering elsewhise offering Price of Security Aggregate Offering Price Sold Sold Sold Sold Sold Sold Sold Sold	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE O	F PROCE	EDS	
Debt. \$0 \$0 \$0 Equity	sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box \(\precedent and indicate in the column below the amounts of the securities offered for exchange and	20.42 <u>5</u> . a.	<u> </u>	
Equity	Type of Security			
Convertible Securities (including warrants)	Debt	\$0		\$ 0
Convertible Securities (including warrants)	Equity	\$ 0		\$ 0
Partnership Interests	☐ Common ☐ Preferred	\$ 0		\$ 0
Other (Specify) Mineral, Royalty and/or Overriding Royalty Interests* \$ 6.629,700.00 \$ 6.29,700.00	Convertible Securities (including warrants)	\$ 0		\$ 0
Answer also in Appendix, Column 3, if filling under ULOE 6. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchases and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Number Investors	Partnership Interests	\$ 0		\$ 0
Answer also in Appendix, Column 3, if filing under ULOE 6. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Number Investors	Other (Specify) Mineral, Royalty and/or Overriding Royalty Interests ¹	\$ 629,7	700.00	\$ 629,700.00
6. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Number Num	Total	\$ 629,7	700.00	\$ 629,700.00
offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Number Numbe	Answer also in Appendix, Column 3, if filing under ULOE			
Accredited Investors 4 5 629,700.00 Non-accredited Investors 0 0 \$ 50.00 Non-accredited Investors 0 0 \$ 50.00 Total (for filings under Rule 504 only) N/A \$ N/A Answer also in Appendix, Column 4, if filing under ULOE 7. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities saled of securities in this offering. Classify securities by type listed in Part C — Question 1. Type of Offering Rule 505 N/A Regulation A N/A \$ N/A Regulation A N/A \$ N/A Total N/A \$ N/A Total expenses in connections with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, turnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their			
Non-accredited investors 0 \$0 \$0 \$0 \$0 \$0 \$0 \$0 \$0 \$0 \$0 \$0 \$0 \$				Amount of
Total (for filings under Rule 504 only)	Accredited Investors	4		\$ 629,700.00
Answer also in Appendix, Column 4, if filing under ULOE 7. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicted, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1. Type of Offering Rule 505 Rule 505 Regulation A Regulation A N/A N/A N/A N/A N/A N/A N/A N	Non-accredited Investors	0		\$ 0
7. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicted, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1. Type of Offering Rule 505	Total (for filings under Rule 504 only)	<u>N/A</u>		\$ <u>N/A</u>
sold by the issuer, to date, in offerings of the types indicted, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1. Type of Offering Type of Security Rule 505	Answer also in Appendix, Column 4, if filing under ULOE			
Rule 505	sold by the issuer, to date, in offerings of the types indicted, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.			
Rule 505 N/A Regulation A N/A Rule 504 N/A Total N/A 8. a. Furnish a statement of all expenses in connections with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees S Printing and Engraving Costs S Legal Fees S Accounting Fees S Engineering Fees S Sales Commissions (specify finders' fees separately) S Other Expenses (identify) S Soles	Type of Offering			
Rule 504	Rule 505			
Total N/A \$ N/A 8. a. Furnish a statement of all expenses in connections with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees	Regulation A	<u>N/A</u>		\$ <u>N/A</u>
8. a. Furnish a statement of all expenses in connections with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees. Printing and Engraving Costs. Legal Fees. Accounting Fees. Engineering Fees. Solution Sales Commissions (specify finders' fees separately) Other Expenses (identify) Solution	Rule 504	<u>N/A</u>		\$ <u>N/A</u>
securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees	Total	<u>N/A</u>		\$ <u>N/A</u>
Printing and Engraving Costs □ \$ 0 Legal Fees □ \$ 3,148.50 Accounting Fees □ \$ 0 Engineering Fees □ \$ 0 Sales Commissions (specify finders' fees separately) □ \$ 18,891.00 Other Expenses (identify) □ \$ 0	securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not			
Legal Fees \$ 3,148.50 Accounting Fees \$ 0 Engineering Fees \$ 0 Sales Commissions (specify finders' fees separately) \$ 18,891.00 Other Expenses (identify) \$ 0	Transfer Agent's Fees		\boxtimes	\$ 0
Accounting Fees \$ 0 Engineering Fees \$ 0 Sales Commissions (specify finders' fees separately) \$ 18,891.00 Other Expenses (identify) \$ 0	Printing and Engraving Costs		\boxtimes	\$ 0
Engineering Fees Solution Sales Commissions (specify finders' fees separately) Solution States (identify) Solution Solut	Legal Fees		\boxtimes	\$ 3,148.50
Sales Commissions (specify finders' fees separately) Other Expenses (identify) \$ 18,891.00 \$ 0	Accounting Fees		\boxtimes	\$ 0
Other Expenses (identify)	Engineering Fees		\boxtimes	\$ 0
	Sales Commissions (specify finders' fees separately)			\$ 18,891.00
Total	Other Expenses (identify)		\boxtimes	\$ 0
	Total	•••••	\boxtimes	\$ 22,039.50

¹ Estimated sales occurring at an auction of the interests. THE COMPANY TAKES THE POSITION THAT THE INTERESTS OFFERED DO NOT MEET THE DEFINITION OF A SECURITY AND IS FILING THIS FORM D TO SECURE THE EXEMPTION PROVIDED BY RULE 506 IN THE EVENT THAT SUCH INTERESTS ARE DEEMED TO BE SECURITIES.

*C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

\$607,660.50

b.	Enter the difference between the aggregate offering price given in response to Part C — Question 1
and the tot	al expenses furnished in response to Part C — Question 4.a. This difference is the "adjusted gross
proceeds to	the issuer."

9. Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C — Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments to Others
Salaries and fees	\$ 0	\$ 0
Purchase of real estate	\$0	\$ 0
Purchase, rental or leasing and installation of machinery and equipment	\$ 0	\$ 0
Construction or leasing of plant buildings and facilities	\$ 0	\$ 0
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another		
issuer pursuant to a merger)	\$ 0	\$ 0
Repayment of indebtedness	\$0	\$ 0
Working capital	\$ 0	\$ 0
Other (specify): General Operating Expenses	\$ 303,830.25	\$ 303,830.25
Column Totals	\$ 303,830.25	\$303,830.25
Total Payments Listed (column totals added)	_	607,660.50

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) Chevron U.S.A. Inc.	Signature Nort 4 ton	Date /0/12/05
Name of Signer (Print or Type) Martin H. Forman	Title of Signer (Print or Type) Assistant Secretary	1 1 1 1 1 1 2

ATTENTION -

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)